

Amended and Re-stated

Benton County Tourism & Recreation Corporation

By-Laws

July 2019

Article I

Name and Principal Office of the Corporation

The name of this Corporation shall be the **Benton County Tourism & Recreation Corporation**, hereinafter known as the “**BCTR**”. The principal office of the Corporation shall be in Benton County. The Corporation may have other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Article II

Tax Exempt Status

The Corporation is qualified as a non-profit, tax-exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code (“I.R.C”), as now or hereafter amended. To effectuate such intent, no part of the net earnings of the Corporation shall inure to the benefit of its directors, members or any other individual; and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any party or candidate for public office.

Article III

No Members – No Stock

The Corporation has no members and is a non-stock corporation.

Article IV

Basic Policy

It shall be a basic policy of this Corporation to solicit contributions, grants, gifts, devises, or bequests of real or personal property, or both, from individuals, foundations, partnerships, associations, governmental bodies, public or private Corporations and agencies to benefit or support the tourism development in Benton County, all in a manner which will preserve the Corporation’s tax-exempt status under I.R.C. Sec. 501(c)(3) and its exemption from private foundation status under I.R.C. Sec. 509(a)(1).

Article V

Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, to enter any contract or execute and deliver any instrument in the name

of and on behalf of the Corporation, and such authority may be general or confined to specific instances. The Board of Directors may appoint committees and designate the committees' general duties and powers.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be ten (10) volunteer directors, representing a cross section of tourism interested parties in Benton County, which shall be appointed as follows. Benton County, Missouri, shall be entitled to appoint two (2) directors; the City of Warsaw shall be entitled to appoint two (2) directors; the City of Lincoln shall be entitled to appoint one (1) director; the City of Cole Camp shall be entitled to appoint one (1) director; and a majority of the directors of the Corporation shall be entitled to appoint four (4) directors. The term of office for directors shall be staggered, three year terms or until their successor is appointed and qualified.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held at a time and place to be set by the Chairman. The date and place of any regular meeting may be changed by the Chairman upon giving proper notice, or by a majority vote of director's present at a meeting at which a quorum is present. Conference calls or email voting with appropriate notice under these bylaws will constitute a meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or at the call of three or more directors requesting such a meeting or by a prior resolution of the Board. The person or persons authorized to call special meetings of the Board of Directors shall designate the location without Benton County, Missouri.

Section 5. Quorum. A quorum shall consist of a majority of the total number of directors at any meeting of the Board of Directors.

Section 6. Proxy. With approval of the Board of Directors, individual Board members may designate a proxy in writing for their seat and vote for a meeting of the Board of Directors. The use of proxy should be used no more than three times in one calendar year by an individual Board member.

Section 7. Manner of Acting. The act of the majority of the directors at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. If any director shall no longer have an interest in Benton County, or shall die, or become disabled to the extent that the director cannot perform the functions of that office, and said disability is expected to endure for 120 days or more, a vacancy shall be deemed to have occurred. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a quorum of the remaining directors or by the governmental body represented by the vacancy.

Section 9. Termination. If a director fails to attend four (4) meetings per calendar year, the Board of Directors at the next meeting, at its discretion, shall discuss the director's absenteeism and may declare the position vacant and a replacement shall be made.

Section 10. Compensation. Directors shall not receive any stated salaries for their service as director but may be reimbursed for accrued and necessary expenses.

Section 11. Review of Articles and Bylaws. On an annual basis, the directors shall review the Articles of Incorporation and the bylaws to familiarize themselves with the rules governing the Corporation and for determining what changes, if any, should be made therein.

Section 12. Dispensing with Meetings. Any action required to be taken at a meeting of the directors may be taken without a meeting if consent in writing setting forth the action to be taken shall be signed by all the directors.

Article VII

Committees

Appointment and Authority. The Board shall have the authority to appoint Committees and Task Forces, as needed. The members of any Committee or Task Force shall serve terms as determined by the Board. All reports of Committees or Task Forces upon which action of the Corporation, the Board of Directors or the Executive Committee is contemplated shall be submitted to the Executive Committee by the Chair of the Committee or Task Force.

Article VIII

Officers

Section 1. Number. The officers of the Corporation shall be Chairman, a Vice-Chairman and a Treasurer, each of whom shall be elected by the Board of Directors with such other officers, assistant officers, and acting officers as may be deemed necessary and as may be elected or appointed by the Board of Directors. Two offices may be held by the same person except the office of Chairman. The Executive or Assistant Director shall serve as Administrative Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors. Each officer shall hold office until his or her successors shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

Section 3. Removal/Resignation. The Board of Directors, by a majority of vote of the full Board, may remove from office any officer of the Corporation, and at any meeting may accept the resignation of any officer of the Corporation, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a vote of the majority of the full Board of Directors for the unexpired portion of the term.

Section 5. Chairman. The Chairman shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, and shall in general supervise and control the business and affairs of the Corporation. The Chairman shall, when present, preside at all meetings of the Board of Directors. The Chairman shall in general perform all duties incident to the office of the Chairman and such other duties as may be prescribed by these bylaws or by the Board of Directors from time to time.

Section 6. Vice-Chairman. In the absence of the Chairman or in the event of his or her death, inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman; and in addition, thereto, shall perform such other duties as may be assigned to the Vice-Chairman by the Chairman or by the Board of Directors.

Section 7. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer also shall:

- a) Have charge of and be responsible for the maintenance of adequate books of account for the Corporation;
- b) Have charge and custody of and be responsible for all funds and securities of the Corporation;
- c) Prepare all statements and reports as required by law;
- d) Receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these bylaws; and
- e) In general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to them by the Chairman or by the Board of Directors.

Article IX

Administrative Staff

The Board of Directors may select and employ a person or persons whose title shall be Executive Director and/or Assistant Director. She or he shall be the representative of the Board of Directors in the management of the Corporation and shall be responsible to the Board alone. These Directors shall be subject to the direction and under supervision of the Board of Directors, and shall have general charge of the affairs and property of the Corporation. They shall have such other duties and responsibilities and may exercise such other powers as usually incident to the office or as from time to time may be assigned to her or him by these bylaws or by the Board of Directors.

Article X

Business

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the offices so authorized by these bylaws, to enter any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instance.

Section 2. Written Instruments. Subject always to the specific directions of the Board of Directors, all deeds and mortgages made by the Corporation to which the Corporation shall be a party shall be executed in its name by the Chairman or the Vice-Chairman and attested by the Treasurer. All other written contracts and agreements to which the Corporation shall be a party shall be executed in its name by any officer.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, Etc. All checks, drafts, or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank, trust companies, or other depositories as the Board may select.

Section 6. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, devise, or grant for the general purposes or for any special purpose of the Corporation.

Article XI

Repeal and Amendment of Bylaws

The bylaws may be altered, amended, or repealed and new bylaws may be adopted at any regular meeting of the Board, or at any special meeting of the Board called for such purpose, by a majority vote of the Board of Directors. Notice of any meeting at which it is proposed to amend these bylaws shall be given by electronic or ordinary mail to each director at his or her last known address at least ten (10) days prior to such meeting.

Article XII

Relief from Liability of Directors and Officers

No contract or other transaction between the Corporation and any other Corporation shall be affected or invalidated by the fact that any one or more of the directors or officers of this Corporation is or are interested in, or is a director or officer of such other Corporation, and any director or officer individual or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firms or association,

shall be affected or invalidated by the fact that any director or directors of this Corporation is a party, or are parties to, or interested in such contract, act or transaction or in any way connection with such person or persons, firm or association, and each and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or herself or any firm or Corporation in which he or she may be in any way interested, except for fraud or intentional wrong to this Corporation.

Article XIII

Indemnification

Section 1. Directors and Officers. Every person who is or has been a director or officer of this Corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with or arising out of any claim, action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been a director or officer of this Corporation whether or not he or she continues to be a director or officer at the time such costs and expenses are imposed or incurred. As used herein, the term “costs and expenses” shall including, but shall not be limited to, attorney fees, amounts of judgments against, and amounts paid in settlement by or on behalf of any such director or officer other than amounts paid to the Corporation itself; provided however, that no such director or officer shall be so indemnified: (1) with respect to any matters as to which such director or officer shall, in any such action, suit or proceeding, be finally adjudged to be liable for actual misconduct in the performance of his or her duties as a director or officer; or (2) in the event of a settlement of any such claim, action, suit, or proceeding, unless (a) such settlement shall, with the knowledge of indemnification provided for hereby, be approved by the Court having jurisdiction of such action, suit or proceedings; or (b) such settlement shall have been made upon the written opinion of independent legal counsel, selected by or in a manner determined by the Board of Directors, to the effect that there is no reasonable ground of liability for misconduct on the part of such director or officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion. The foregoing rights of indemnification shall not be exclusive of other rights to which any such officer or director may be entitled as a matter of law.

Section 2. Employees and Agents. Any person who is or was an employee or agent of this Corporation, or is or was in service at the request of this Corporation as an employee or agent of another Corporation, partnership, joint venture, trust or enterprise, shall be entitled to indemnification by the Corporation to the extent the same is permitted or required pursuant to the provisions of the Missouri Non-Profit Corporation Act.

Article XIV

Conflict of Interest

No director, officer or employee of the Corporation shall have, nor shall acquire, any interest, direct or indirect, in any program, service, relationship or project which the Corporation is engaged, or in any contract or proposed contract for materials or services or in any lease,

mortgage, sale, or contract of any nature whatever relating to any affairs of the Corporation, without forthwith making written disclosure to the Board of the nature and extent of his interest, and such disclosure shall be formally made to the Corporation on an annual basis. No director who has such an interest shall partake in discussion or vote on any matter relating to such interest. A transaction in which a director has a conflict of interest may be approved by an advanced vote of the remaining members of the Board of Directors or a committee of the Board if (a) the material facts of the transaction and the director's interest are disclosed or known to the Board or committee of the Board; and (b) the directors approving the transaction in good faith reasonably believe that the transaction is not unfair to the Corporation.

Article XV

General Provisions

Section 1. Calendar Year. The Corporation shall operate on a calendar year beginning on the 1st day of January and ending on the 31st day of December in each year.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board and committees having any of the Authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any board member or members, or agent or attorney thereof, for any proper purposes during regular business hours.

Section 3. Property of the Corporation. Title of all property of the Corporation, both real and personal, shall be vested in the Corporation.

Section 4. Execution of Instruments. All legal documents to be executed by this Corporation shall first be authorized and approved by the Board of Directors, and shall be executed in the corporate name by the Chairman, or Vice-Chairman, and the Treasurer.

Section 5. v Procedure. Where applicable, meeting procedure shall be governed by Robert's Rules of Order Newly Revised.

Article XVI

Dissolution

In the event of dissolution of the Corporation, the Board of Directors shall, after making provisions for payment of all liabilities of the Corporation, dispose of all assets of the Corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, or scientific purpose as shall at the time qualify as an exempt organization or organizations or organizations under Section 501(c)(3) of I.R.C. (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by Missouri district Court, in and for Benton County.

Enacted at a meeting of the Board of Directors held on this ____ day of _____, 2019.

Signed by Chairman,

Benton County Tourism & Recreation Corporation
